

MOSAIC CO  
Form 8-K  
February 16, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

**Date of Report (Date of earliest event reported): February 11, 2011**

**THE MOSAIC COMPANY**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-32327**  
(Commission  
File Number)

**20-0891589**  
(IRS Employer  
Identification No.)

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**3033 Campus Drive**

**Suite E490**

**Plymouth, Minnesota**  
(Address of principal executive offices)

**Registrant's telephone number, including area code: (800) 918-8270**

**55441**  
(Zip Code)

**Not applicable**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ..  Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ..  Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ..  Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ..  Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01. Entry into a Material Definitive Agreement.**

**Transactions with Cargill, Incorporated**

We were formed on October 22, 2004 through the business combination of IMC Global Inc., and the fertilizer businesses of Cargill, Incorporated. Cargill, Incorporated and its subsidiaries ( Cargill ) owned approximately 64 % of our outstanding common stock as of February 14, 2011.

On February 11, 2011, Mosaic Fertilizer, LLC ( MFL ) entered into an agreement pursuant to which Cargill International S.A., a subsidiary of Cargill, will provide shipping for phosphate rock from Peru to MFL 's Louisiana facilities beginning on April 1, 2011 and ending on April 30, 2014.

On February 16, 2011, Mosaic Canada Crop Nutrition L.P. ( MCCN ) entered into a supply agreement pursuant to which MCCN will sell phosphate and potash to Cargill Limited, a subsidiary of Cargill. The agreement is effective from June 1, 2010 through May 31, 2012.

Both agreements were approved by our Cargill Relationship Committee, an internal management committee comprised of senior managers of the Company, pursuant to authority delegated to it under our Related Person Transactions Approval Policy.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**THE MOSAIC COMPANY**

Date: January 16, 2011

By: /s/ Richard L. Mack  
Name: Richard L. Mack  
Title: Executive Vice President, General  
Counsel and Corporate Secretary